FORM D

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM DORIGINAL



NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, ION#(6), AND/OR NIFORM LAWKER WOFFERING EXEMPTION

APR 0 3 2007

OMB APPROVAL

OMB Number: 3235-0076 Expires: March 30, 2008 Estimated average burden hours per form.....1

SEC USE ONLY							
Prefix Serial							
DATE	RECEIVED						
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Name of Offering ( check if this is an ar					
Limited Partnership Interests in Venroc	k Entrepreneurs Fund V, D	P. (the "Partnership")		<u> </u>	
Filing Under (Check box(es) that apply):	☐ Rule 504	☐ Rule 505	Rule 506	Section 4(6)	■ ULOE
Type of Filing:		■ New Filing		] Amendment	
	A. BAS	SIC IDENTIFICATION DA	TA	C	DOCECCE
1. Enter the information requested about	the issuer	•		17	TOUESSED
Name of Issuer ( check if this is an ame	ndment and name has changed	l, and indicate change.)	•	15	
Venrock Entrepreneurs Fund V, L.P.					APR 1 1 2007
Address of Executive Offices	. (Number and S	Street, City, State, Zip Code)	Telephone Numbe	r (Including Area Coo	THOMOON
2494 Sand Hill Road, Suite 200, Menlo I	'ark, California 94025	_	(650) 561-		THOMSON
Address of Principal Business Operations	Number and Street, City, Stat	e, Zip Code)	Telephone Numbe	r (Including Area Co	ie)FIIVAINCIAL
(if different from Executive Offices)			·		<u> </u>
Brief Description of Business				REGINER	L.C.
Venture capital investment partnership	<u> </u>			<i>[83]</i>	- 9/2
Type of Business Organization			. /	ABD 0 0 s	מחה או
□ corporation	🗷 limited partnership, alre	eady formed	□ other: <	∑APR 0 8·2	. לך זעט.
D business trust	☐ limited partnership, to be	formed		4	
1			еаг	Total .	
Actual or Estimated Date of Incorporation	or Organization:	03 2	007	Actual 199	Estimated
	on: (Enter two-letter U.S.)	Postal Service abbreviation fo		es Actual	AT Latiniated

#### GENERAL INSTRUCTIONS

### Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230,501 et seq. or 15 U.S.C. 77d(6).

CN for Canada; FN for other foreign jurisdiction)

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

DE

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

#### State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

## ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

## A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
  - Each promoter of the issuer, if the issuer has been organized within the past five years;
  - Lach beneficial owner having the power to vote or dispose, or drect the vote or disposition of, 10% or more of a class of equity securities of the issuer;
  - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
  - Each general and managing partner of partnership issuers.

Check Boxes that Apply:	☐ Promoter	☐ Beneficial Owner	<u>;</u>   	☐ Executive Officer	☐ Director	General Partner of the Partnership (the "General Partner")
Full Name (Last VEF Managem	name first, if individual) ent V, LLC		1.			
Business or Res	idence Address (Number and Road, Suite 200, Menlo Parl		ode)			
Check Boxes that Apply:	Promoter	Beneficial Owner	•	Executive Officer	☐ Director	Other: Manager of the General Partner
Full Name (Last Bryan E. Robe	name first, if individual)		İ			
	idence Address (Number and Road, Suite 200, Menlo Par		ode)			
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner		☐ Executive Officer	☐ Director .	Other: Manager of the General Partner
Full Name (Las Ray A. Rothro	t name first, if individual) ck					
	idence Address (Number and Road, Suite 200, Menlo Par		ode)			
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner		Executive Officer	☐ Director	☑ Other: Manager of the General Partner
	t name first, if individual)		<u> </u>	• •		
Business or Res	idence Address (Number and Road, Suite 200, Menlo Par		ode)	<del></del>	<del></del>	
Check Boxes that Apply:	☐ Promoter	☐ Beneficial Owner	   	☐ Executive Officer	☐ Director	Other
Full Name (Las	t name first, if individual)				•	
Business or Res	idence Address (Number and	Street, City, State, Zip C	ode)			
Check Boxes that Apply:	☐ Promoter	☐ Beneficial Owner		☐ Executive Officer	☐ Director	☐ Other
	t name first, if individual)	· .				
Business or Res	sidence Address (Number and	Street, City, State, Zip C	ode)			
Check Boxes that Apply:	☐ Promoter	☐ Beneficial Owner	***	☐ Executive Officer	Director	☐ Other
	t name first, if individual)					
Business or Re	sidence Address (Number and	Street, City, State, Zip C	ode)			
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner		☐ Executive Officer	Director	Other
	t name first, if individual)					
Business or Re	sidence Address (Number and	Street, City, State, Zip C	Code)			
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner		☐ Executive Officer	Director	Other
Full Name (Las	st name first, if individual)					
Business or Re	sidence Address (Number and	1 Street, City, State, Zip C	Code)		•	
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1.	Has the is	ssuer sold, or	does the issue	r intend to s	ell, to non-a Answer a	accredited also in App	investors in the	nis offering? nn 2, if filing	under ULOE			Yes No	<u>X</u>
2.	! What is t	he minimum	investment the	at will be ac	cepted from	ianyindiv	idual?		2 · ·	••••••••		N/A	
3.	Does the	offering pen	mit joint owner	rship of a sir	ngle unit?							Yes X No	
4.	Enter the of purcha	information sers in conn-	requested for	each person es of securit t the name o	who has be ies in the of	en or will ffering. [If r or dealer	be paid or giv	en, directly o	or indirectly, a	nny commission son or agent of ed are associate	a broker or	dealer registe	ica with the
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# C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

Debt   S   S   S		F	is an exchange offering, check this box \( \square\) and indicate  Type of Security	·	Aggregate		Amount Already
Equity   Common   Preferred   S   S   S		1	. , , , , , , , , , , , , , , , , , , ,		Offering Price		Sold
Equity   Common   Preferred   S   S   S		- 1	Debt	<u> </u>	\$		\$
Convertible Securities (including warrants)  Partnership Interests		] .					\$
Partnership Interests		i					
Partnership Interests		į .	Convertible Securities (including warrants)		. <b>s</b>		· <b>s</b>
Other (Specify Total Statement of all expenses inconnection with the issuance and distribution of the securities in this offering. Exclude amounts of the tops indicate the full forms and the suggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."    Number Investors		1	Partnership Interests	1	\$12,450,000,00	•	\$12,450,000.00
Total		1	Other (Specify	· ·		•	
Answer also in Appendix, Column 3, if filing under ULOE.  Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zaro."  Number   Aggregate   Dollar Amount of Purchases   Accredited Investors   56   \$12,450,000,00   Non-accredited Investors   0   \$ 0.00   Total (for filings under Rule 504 only)			Total		S12.450,000.00		
Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."    Number		1					
offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."    Number	,	Enter the n			• .*	•	
the total lines. Enter "0" if answer is "none" or "zero."    Number   Linvestors   Dollar Amount of Purchases	•	offering an	id the aggregate dollar amounts of their purchases. For o	offerings under Rule 504, indicate the			•
Accredited Investors Dollar Amount of Princings under Rule 504 only)  Answer also in Appendix, Column 4, if filing under ULOE.  If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.  Type of Offering  Rule 505.  Regulation A.  Rule 504.  Total.  a. Furnish a statement of all expenses inconnection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.  Transfer Agent's Fees.  Printing and Engraving Costs.  Legal Fees  Accounting Fees  Engineering Fees.  Sales Commissions (specify finders' fees separately)  Other Expenses (Specify).				e dollar amount of their purchases on	•		•
Accredited Investors		the total lit	nes. Enter "0" if answer is "none" or "zero."	]			
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Accredited Investors					Investors		
Non-accredited Investors			•	1			
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Sales Commissions (specify finders' fees separately)  Other Expenses (Specify)	1.	sold by the sale of sec	Type of Offering Rule 505 Regulation A Rule 504 Total Total That a statement of all expenses inconnection with the issuering. Exclude amounts relating solely to organization e on may be given as subject to future contingencies. If the rnish an estimate and check the box to the left of the esti Transfer Agent's Fees Printing and Engraving Costs.	mation requested for all securities twelve (12) months prior to the first in Part C - Question 1.  ance and distribution of the securities xpenses of the issuer. The amount of an expenditure is not mate.	Type of Security		Sold  \$  \$  \$  \$  \$  \$  \$  \$
Sales Commissions (specify finders' fees separately)  Other Expenses (Specify)	1.	sold by the sale of sec	Type of Offering Rule 505 Regulation A Rule 504 Total Sha a statement of all expenses inconnection with the issuering. Exclude amounts relating solely to organization e on may be given as subject to future contingencies. If the rnish an estimate and check the box to the left of the esti Transfer Agent's Fees Printing and Engraving Costs.  Legal Fees Accounting Fees	rmation requested for all securities twelve (12) months prior to the first in Part C - Question 1.  ance and distribution of the securities xpenses of the issuer. The amount of an expenditure is not mate.	Type of Security		Sold  \$
Other Expenses (Specify).	1.	sold by the sale of sec	rype of Offering Rule 505 Regulation A Rule 504 Total A statement of all expenses inconnection with the issuering. Exclude amounts relating solely to organization e on may be given as subject to future contingencies. If the rnish an estimate and check the box to the left of the esti Transfer Agent's Fees Printing and Engraving Costs Legal Fees Accounting Fees Engineering Fees	mation requested for all securities twelve (12) months prior to the first in Part C - Question 1.  ance and distribution of the securities xpenses of the issuer. The amount of an expenditure is not mate.	Type of Security	0 0 0	Sold  S S S S S S S S S S S
	<b>1</b> .	sold by the sale of sec	rype of Offering Rule 505 Regulation A Rule 504 Total A statement of all expenses inconnection with the issuering. Exclude amounts relating solely to organization e on may be given as subject to future contingencies. If the rnish an estimate and check the box to the left of the esti Transfer Agent's Fees Printing and Engraving Costs Legal Fees Accounting Fees Engineering Fees	mation requested for all securities twelve (12) months prior to the first in Part C - Question 1.  ance and distribution of the securities xpenses of the issuer. The amount of an expenditure is not mate.	Type of Security	0 0 0 0	Sold  S S S S S S S S S S S S

C. OFFERING PRICE, NUMBER	OF INVESTORS, EXPENSES AND U	JSE OF PROCEEDS	
b. Enter the difference between the aggregate offering price gifurnished in response to Part C - Question 4.a. This difference	ven in response to Part C - Question 1 nce is the "adjusted gross proceeds to	and total expenses the issuer"	\$12,450,000.00
<ol> <li>Indicate below the amount of the adjusted gross proceeds to the issu</li> <li>If the amount for any purpose is not known, furnish an estimate and payments listed must equal the adjusted gross proceeds to the issuer</li> </ol>	I check the box to the left of the estimate.	The total of the	. •
	Assa	Payment to Officers, Directors, & Affiliates	Payment To Others
Salaries and fees		□ s	□ s
Purchase of real estate		□ s	
Purchase, rental or leasing and installation of machinery and equipment.		□ \$	□ s
Construction or leasing of plant buildings and facilities		□ \$	□ s
Acquisition of other businesses (including the value of securities involve	ed in this offering that may be used		•
in exchange for the assets or securities of another issuer pursuant to a me Repayment of indebtedness	erger)		
Working capital (a portion of the working capital will be used to pay		□ s	<b>□ \$ ■ \$12,450,000.00</b>
the life of the Partnership, payable to the General Partner)	Various ices and coperation	⊔ \$	M 512,450,000.00
Other (specify):	1	□ <u>.</u> \$	□ s
	1	□ s	□ s
Column Totals	1	□ s	
Total Payments Listed (column totals added)		<b>≥</b> \$12,450.0	· · · · · · · · · · · · · · · · · · ·
			•
		· ·	
D.	FEDERAL SIGNATURE		
The issuer had duly caused this notice to be signed by the undersigned d	halv authorized person. If this notice is fil	led under Rule 505, the fo	llowing signature constitutes
an undertaking by the issuer to furnish to the U.S. Securities and Exchan non-accredited investor pursuant to paragraph (b)(2) of Rule 502.	ge Commission, upon written request of	its staff, the information fi	urnished by the issuer to any
Issuer (Print or Type)	Signature	·	Date
Venrock Entrepreneurs Fund V, L.P.	Ly HA		March 20, 2007
	<u> </u>		<u> </u>
Name of Signer (Print or Type) Linda H. Hanauer	Title of Signer (Print or Type)  A Member of VEF Managemen	nt V. LLC, which serves	as the General Partner of
Liuda II. Hanauci	Venrock Entrepreneurs Fund V		
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A Section 1			
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Intentional misstatements or omissions of fact constitute	ATTENTION		

	E! STATE SIGNATURE	
	E. STATE SIGNATURE	
1. Is any party described in 17 CFR 230.262 presently subj	ect to any of the disqualification provisions of such rule?	Yes No
•		
1.	See Appendix, Column 5, for state response.	
<ol><li>The undersigned issuer hereby undertakes to furnish to the times as required by state law.</li></ol>	he state administrator of any state in which the notice is filed, a n	otice on Form D (17 CFR 239.500) at suc
3. The undersigned issuer hereby undertakes to furnish to a	ny state administrators, upon written request, information fumish	ned by the issuer to offerees.
<ol> <li>The undersigned issuer represents that the issuer is famil (ULOE) of the state in which this notice is filed and under conditions have been satisfied.</li> </ol>	iar with the conditions that must be satisfied to be entitled to the erstands that the issuer claiming the availability of this exemptio	Uniform limited Offering Exemption n has the burden of establishing that these
The issuer has read this notification and knows the contents to person.	be true and has duly caused this notice to be signed on its behal	f by the undersigned duly authorized
Issuer (Print or Type)	Signature	Date
Venrock Entrepreneurs Fund V, L.P.	Suly HA	March <u>[] 0</u> , 2007
Name (Print or Type)	Title (Print or Type)	4.*
Linda H. Hanauer	A Member of VEF Management V, LLC, which Venrock Entrepreneurs Fund V, L.P.	serves as the General Partner of
	· (	•

Instruction:
Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.